

KENTUCKY BAR ASSOCIATION

SECTION ON CONSTRUCTION AND PUBLIC CONTRACTS LAW

By-Laws

Article I

Name and Purpose

1.1 The name of the organization shall be the Section on Construction and Public Contracts Law of the Kentucky Bar Association (Section).

1.2 The purposes of the section shall be to promote the objectives of the Kentucky Bar Association (Association), to be of assistance to the Association, to assist lawyers in the practice of construction and public contracts law, to conduct programs of interest and value to lawyers and to the construction industry, and to enhance the image of the legal profession.

Article II

Membership

2.1 Membership shall be open to all members of the Association.

2.2 A membership fee shall be assessed annually to those members of the Association who wish to be members of the Section. The amount of the membership fee shall be determined by the members at their annual meeting. Membership fees shall be due and payable on the first day of July each year.

2.3 Membership in this Section shall terminate automatically upon failure of any member to pay the membership fee when due.

ARTICLE III

Officers

3.1 The officers of the Section shall be the Chairman, Chairman Elect, Vice Chairman and Secretary.

3.2 Duties of Officers

3.2(1) Chairman

The Chairman shall preside at all meetings of the Section, the Board of Directors and the Executive Committee, and shall perform such other duties as may be assigned to him by the membership or by the Board of Directors. He shall prepare a report of the activities for the past year for presentation at the annual meeting of the Section and Association.

3.2(2) Chairman Elect

The Chairman Elect shall serve as assistant to the Chairman and shall perform such other duties as may be assigned to him by the Chairman or the Board of Directors. He shall make every effort to prepare himself to take over the duties of the Chairman.

3.2(3) Vice Chairman

The Vice Chairman shall serve as administrative assistant to the Chairman, and shall perform such duties as may be assigned to him by the membership, the Board of Directors or the Chairman. He shall, during his tenure as Vice Chairman, endeavor to thoroughly familiarize himself with the works of the Section, Association, and Board of Governors, and shall act as Chairman during the Chairman's absence.

3.2(4) Secretary

The Secretary shall issue notices, keep the minutes and be responsible for all incoming and outgoing correspondence of the Section and Board of Directors.

3.3 The officers of the Section shall be elected at the annual meeting, shall serve as voting members of the Board of Directors of the Section, and shall be responsible for establishing liaison with the Board of Governors and all other sections and committees of the Association.

3.4 The officers shall serve for a term of two years, beginning with the adjournment of the annual meeting of the Section at which they are elected, and ending with the adjournment of the annual meeting of the Section or thereafter, until their successors shall have been duly elected and qualified. The Chairman Elect, at the annual meeting of the Section at which he assumes the office, and ending with the adjournment of the next annual meeting of the Section thereafter, until his successor has assumed office.

3.5 All officers must be active, dues-paying members of the Association and Section for at least the year prior to their election.

3.6 The Chairman and Chairman Elect must be active dues-paying members of the Section for at least two years prior to their election.

3.7 No member who has served the Section as an officer shall be eligible for reappointment or re-election, within three (3) years, to the office he has previously held.

ARTIVLE IV

Board of Directors

4.1 The Board of Directors will be comprised of the Officers of the Section and one voting member from each Supreme Court district, nominated, elected, or appointed as hereafter set forth. Additionally, the Chairman may appoint four other members of the Section to be voting members of the Board of Directors. In making such appointments, the Chairman shall consider the qualifications and the diversity of geographical location of each person so appointed. The immediate past Chairman shall serve as a non-voting, ex officio member of the Board of Directors. The Chairman of each committee as established by Article VIII of these Bylaws, or by the Board of Directors, shall be a voting member of the Board of Directors.

4.2 The Board of Directors, by 2/3 vote of the members in attendance and voting, may exercise the power of the Section during any period the Section is not meeting, subject to such limitations as may be imposed by the members.

4.3 Members of the Board of Directors who are not officers shall serve from the time of their election or appointment until their successors are duly elected or appointed and qualified. The Officer members of the Board of Directors shall serve during their respective terms of office. Members of the Board of Directors shall be eligible for reelection or reappointment to consecutive years of service.

ARTICLE V

Election and Qualification of Board of Directors

5.1 Each Supreme Court District (hereinafter District) shall be entitled to place one voting member on the Board of Directors. The election shall be by written ballot of the Section at large from nominations made orally at the annual meeting of the Section, or by written nomination delivered to the Secretary of the Section by May 30th of each calendar year. In the event there is only one Nominee for a District, the Nominee shall be declared to be elected as the representative for that District. Nominees must be active, dues-paying members of the Section. Ballots for each District shall reflect the Nominees for that particular District, and shall be mailed to the Section members of each District by June 30th of the calendar year. Ballots must be returned by Section members to the designated address in the Ballot, by first class mail, no later than July 15th of each calendar year. The Ballots shall be counted by the officers of the Section, and each Nominee shall have the right to be present or have a representative at the counting. The Chairman of the Section shall notify the Nominees of the time and location of the counting of the ballots, which shall take place no later than July 30th of the calendar year. The results of the election shall be announced at the next meeting of the Board of Directors, and shall be mailed, via first class mail, to all Nominees.

5.2 Any active dues-paying member of the Association and the Section shall be eligible for election or appointment to the Board of Directors.

5.3 In the event that there shall be no Nominee possessing the qualifications herein established, then said qualifications shall be waived insofar as necessary to produce a candidate or candidates eligible for election, except a candidate must be a member of the Association and Section, in good standing.

5.4 In the event a District fails to nominate a candidate for Board of Directors as set out herein, the Chairman may appoint a member of the Section from that District to serve.

5.5 Nominations for the first Board of Directors to be elected after the adoption of these By-Laws shall be made during the meeting of the members at which these By-Laws are adopted. Upon the failure to nominate a candidate for any District, the Chairman shall nominate one candidate from that District.

ARTICLE VI

Executive Committee

6.1 The Officers of the Section shall serve as an Executive Committee of the Board of Directors. Additionally, three other members of the Board of Directors shall be appointed by the Chairman as members of the Executive Committee.

6.2 The Executive Committee shall report to the Board of Directors the actions which the Executive Committee has taken since the previous meeting of the Board of Directors. The Executive Committee shall have all the authority of the Board of Directors except with respect to:

(1) The approval of any action which also requires member approval.

(2) The filling of vacancies on the Board of Directors or in any committee.

(3) The amendment or repeal of these Bylaws or the adoption of new Bylaws.

(4) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

6.3 Meetings of the Executive Committee may be held upon three days' notice from the Chairman or Vice Chairman to all of its members, a majority of the Executive Committee being present.

ARTICLE VII

Meetings

7.1 An annual meeting of the Section shall be held as a part of the Association's Annual Convention.

7.2 Special meetings of the Section may be called by the Chairman or by majority of the Board of Directors. The Secretary shall call a meeting of the Section upon written request of not less than ten (10) members of the Section. The time and place of the special meeting shall be announced at least twenty (20) days in advance, either by publication in the Kentucky Bench and Bar or by notice to the membership via first class mail.

7.3 At all meetings of the Section or Board of Directors, the members present shall constitute a quorum for the purpose of transacting business. The latest edition of Roberts' Rules of Order shall govern the proceedings.

7.4 The Board of Directors shall meet not less than quarterly at such times and places designated by the Chairman. Meetings of the Board of Directors shall also be called by the Chairman upon written request of not less than four (4) members of the Board of Directors. The time and place of the meetings of the Board of Directors shall be announced at least ten (10) days in advance by notice, via first class mail, to its members, stating the nature of its business to be discussed.

ARTICLE VIII

Committees

8.1 The Chairman, with concurrence of the majority of the Board of Directors present, may designate committees composed of members of the Section, define their duties, appoint the committee chairperson and appoint a member of the Section to work with the committee.

8.2 The initial committees, until amended by the Board of Directors, shall be:

- A. Legislative
- B. Insurance and Bonding Law
- C. State Agency Procurement
- D. Local Public, County, and Municipal Procurement
- E. Private Contract Law
- F. Membership Development
- G. Liaison with Other Bar Sections and In-State Law Schools
- H. Program Planning

I. Mediation

8.3 Each Committee shall have a Chairman, Vice Chairman and such Other members as may be appointed. At the first Board of Directors meeting preceding the annual meeting, each Committee Chairman shall present the Committee's plan of goals and objectives for the following year. Any Committee without an approved plan shall be deemed temporarily deactivated until further action of the Board of Directors.

ARTICLE IX

Amendments

9.1 These BY-LAWS may be amended at any meeting of the Section by two-thirds (2/3) vote of the members of the Section in attendance and voting, provided that notice of the substance of the proposed amendments shall either have been published with notice of the meeting in the Kentucky Bench and Bar, or sent to all members of the Section with notice of the meeting, via first class mail.

Adopted _____ (date)